

Whistleblowing Policy

1. Purpose

Shanghai Industrial Holdings Limited (the “**Company**”) and its subsidiaries (the “**Group**”) accept employees of all levels (permanent or temporary) and encourage persons who conduct business with the Group (such as customers and suppliers) (“**Whistleblower(s)**”) to report any possible misconducts of the Group so that the Company can take appropriate actions to rectify any related misconducts and improve its corporate governance standards.

The whistleblowing policy (the “**Policy**”) aims to establish procedures and arrangements for Whistleblower(s) to report in confidence.

2. Scope

Reportable matters may include (but are not limited to) the following:

- breach of any laws or regulatory requirements;
- any illegal acts or criminal offences;
- any malpractice, misconduct or fraud related to internal control, accounting, auditing and financial matters;
- any acts that endanger personal health and safety;
- acts of discrimination or harassment;
- any acts that cause damage to the environment;
- any breach of internal rules and regulations or code of conduct adopted by the Group;
- any misconduct or unethical behaviour which may prejudice the reputation of the Group; and
- deliberate concealment of information related to any of the above.

However, please note that this Policy is not designed to foster any personal disputes or be used to question any financial or business decision of the Group, nor should it be used to reconsider any employee matters which have been dealt with or other complaints and disputes already resolved.

3. Protection and confidentiality for Whistleblowers

All reporting under this Policy will be treated confidential and dealt with in a prudent manner. The Company shall make every effort to assure that the identity of the Whistleblower(s) will not be disclosed without the consent of the Whistleblower(s). However, there may be circumstances where it is necessary for the Company or as required by laws to disclose the identity of the Whistleblower(s), such as to initiate an investigation which would result in legal proceedings.

Regardless of whether the allegations are eventually substantiated, if the Whistleblower is an employee of the Group, he/she will not be subject to disciplinary actions by the Company for reporting, provided that the Whistleblower acts in good faith and being reasonable.

4. False allegation

Whistleblower(s) must ensure in due care the truthfulness and accuracy of the information used for reporting. In extreme cases, the Company may take legal action against the Whistleblower(s) who made false or fabricated accusations. Whistleblower(s) who are proved to have made false and malicious allegations may be subject to disciplinary action by the Company if he/she is an employee of the Company.

5. Reporting procedures

Whistleblowing

Whistleblower(s) may choose whether to provide their personal information (including name, department/company, contact number or email address, relationship with the subject respondent(s), etc.). Such information will facilitate the investigation of the reported matter and will be kept strictly confidential. When the Whistleblower(s) have concern whether the Group is involved in the misconduct, the Whistleblower(s) may report to the Audit Committee (through the Company Secretary) in the following manner:

(1) In writing

Shanghai Industrial Holdings Limited
26th Floor, Harcourt House,
39 Gloucester Road,
Wanchai, Hong Kong
Attn: Company Secretary

(Please mark “Private and Confidential - To be opened by addressee only”)

(2) **By Email**

csdept@sihl.com.hk

(To be reviewed by the Company Secretary before passing to the Audit Committee)

If there is evidence that the reported matter involves criminal activities, abetting and acceptance of benefits or breach of laws and regulatory requirements, the person responsible for internal investigation should notify relevant public or regulatory authorities, such as the Hong Kong Police Force, Independent Commission Against Corruption and the Securities and Futures Commission or relevant regulatory authorities in Mainland China (if applicable) according to circumstances.

Investigation

The format and length of an investigation will vary according to their nature and circumstances. The issue(s) raised maybe:

- internally investigated;
- submitted to the Audit Committee;
- referred to the external auditor;
- reported to relevant regulatory authorities; and/or
- undertaken by an independent inquiry.

Handling after investigation

After reviewing the reporting, the person responsible for internal investigation will inform the Whistleblower(s) as soon as practicable in writing the followings:

- acknowledge receipt of the reporting;
- advise whether the related matters will be further investigated, if so, how the investigation will be conducted; and/or
- estimate the time required for making the final result of the investigation.

Whistleblower(s) who reported under this Policy will be notified in writing of the relevant investigation result. However, details of investigation or actions taken may not be disclosed due to legal constraints.

Investigation records

All relevant materials under the investigation procedures will be kept and filed by the company secretarial department and kept by a designated personnel. Access to the investigation records must be approved by the executive in charge of the company secretarial department with access record kept.

6. Interpretation, implementation, amendments and effectiveness of the Policy

The Executive Committee of the board of Directors of the Company is responsible to the interpretation of the Policy and any amendments thereto.

The Audit Committee shall monitor and review the execution and effectiveness of this Policy regularly.

Date: 18 August 2022